

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : Case Nos.: 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: (Jointly Administered)
Debtors. :
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**STIPULATION AND ORDER EXTENDING ANSWER DEADLINE TO
MOTION OF THE TPC LENDERS FOR (I) A DETERMINATION THAT
THE BANKRUPTCY COURT’S DECISION ON VALUATION METHODOLOGY
IS A FINAL ORDER OR, IN THE ALTERNATIVE, (II) LEAVE TO APPEAL THE
BANKRUPTCY COURT’S DECISION ON VALUATION METHODOLOGY**

General Motors LLC (f/k/a General Motors Company) (“**New GM**”) and Wells Fargo Bank Northwest, N.A., as Agent to the TPC Lenders (“**Agent**” and, together with New GM, the “**Parties**”), by and through their undersigned counsel, enter into this Stipulation and Agreed Order and state:

WHEREAS, on October 14, 2012, the United States Bankruptcy Court for the Southern District of New York (“**Bankruptcy Court**”) docketed its *Decision on Valuation Methodology for TPC Lenders’ Collateral* in the above-referenced bankruptcy case [Docket No. 12140]; and

WHEREAS, on October 30, 2012, the Agent filed a *Motion Of The TPC Lenders For (I) A Determination That The Bankruptcy Court’s Decision On Valuation Methodology Is A Final Order Or, In The Alternative, (II) Leave To Appeal The Bankruptcy Court’s Decision On Valuation Methodology* (“**Motion**”) with the Bankruptcy Court [Docket No. 12165]; and

WHEREAS, pursuant to the Motion and Rule 8003(a) of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”), the deadline for New GM to file an answer (“**Answer**”) to the Motion is currently November 13, 2012 (“**Answer Deadline**”); and

WHEREAS, the Parties have agreed to extend the Answer Deadline for New GM, without prejudice to New GM’s right to request a further extension.

NOW, THEREFORE, it is stipulated and agreed, by and among the Parties, subject to approval of the Court, that:

1. The Answer Deadline for New GM to file an answer or respond to the Motion is extended to November 20, 2012, without prejudice to New GM's right to request a further extension.

2. The time for the Clerk of the Bankruptcy Court to transmit the Motion and Answer to the United States District Court for the Southern District of New York pursuant to Bankruptcy Rule 8003(b) shall be extended until New GM files its Answer with the Bankruptcy Court.

3. This Stipulation and Order may be executed in one or more counterparts, each of which is deemed an original, together constituting one and the same document. Facsimile signatures or signatures received via e-mail transmission are treated as a binding and original document, and the facsimile signature or e-mail signature of any party is considered an original signature.

Dated: New York, New York
November 8, 2012

<u>/s/ Scott I. Davidson</u> Arthur Steinberg Scott Davidson KING & SPALDING LLP 1185 Avenue of the Americas New York, NY 10036 (212) 556-2100 (212) 556-2222 (Facsimile) <i>Counsel to General Motors LLC</i>	<u>Nicholas K. Lagemann</u> Steven M. Bierman Nicholas K. Lagemann SIDLEY AUSTIN LLP 787 Seventh Avenue New York, New York 10019 (212) 839-5300 (212) 839-5599 (Facsimile) <i>Counsel to Wells Fargo Bank Northwest, N.A., as Agent to the TPC Lenders</i>
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SO ORDERED this 8th day of
November, 2012

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE
UNITED STATES BANKRUPTCY COURT